

CERTIFICATE OF MERGER

OF

MAI EQUIPMENT CORPORATION and
RESEARCH APPLICATIONS INC.

INTO

MAI EQUIPMENT CORPORATION

Under Section 904 of the Business Corporation Law

871793

The undersigned, Raymond P. Kurshan and Robert W. Berend, being the Executive Vice President, Finance and Administration and the Secretary, respectively, of MAI Equipment Corporation, and Raymond P. Kurshan and Robert W. Berend, being the Executive Vice President, Finance and Administration and Secretary, respectively of Research Applications Inc., said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, do hereby certify and set forth:

(1) The name of each constituent corporation is as follows:

MAI Equipment Corporation

Research Applications Inc.

The name under which MAI Equipment Corporation was formed is WROC Leasing Corporation.

(2) The name of the surviving corporation is MAI Equipment Corporation.

(3) The designation, number, and voting rights of the outstanding shares of each class of each constituent corporation are as follows:

<u>Constituent Corporation</u>	<u>Class</u>	<u>Number</u>
MAI Equipment Corporation	Common Stock, without par value	230
Research Applications Inc.	Common Stock, without par value	100

The Common Stock, without par value, of MAI Equipment Corporation is entitled to vote.

The Common Stock, without par value, of Research Applications Inc. is entitled to vote.

(4) No amendments or changes in the certificate of incorporation of MAI Equipment Corporation, the surviving corporation, will be effected by the merger.

(5) The date when the certificate of incorporation of MAI Equipment Corporation was filed by the Department of State is the 5th day of April, 1961.

The date when the certificate of incorporation of Research Applications Inc. was filed by the Department of State is the 15th day of June, 1965.

(6) The merger of MAI Equipment Corporation and Research Applications Inc. was authorized in respect to MAI Equipment Corporation, a constituent corporation, by unanimous vote of its Board of Directors at a meeting duly called and held on October 8, 1970 and by written consent signed by the holder of all outstanding shares entitled to vote thereon.

The merger of MAI Equipment Corporation and Research Applications Inc. was authorized in respect to Research Applications Inc., a constituent corporation, by unanimous vote of its Board of Directors at a meeting duly called and held on October 8, 1970 and by written consent signed by the holder of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned officers of MAI Equipment Corporation and Research Applications Inc. have subscribed their names hereto and affirm under the penalties of perjury the statements made herein.

Dated: November 20, 1970

MAI EQUIPMENT CORPORATION

By Raymond P. Kurshan
Raymond P. Kurshan,
Executive Vice President,
Finance and Administration

By Robert W. Berend
Robert W. Berend,
Secretary

RESEARCH APPLICATIONS INC.

By Raymond P. Kurshan
Raymond P. Kurshan,
Executive Vice President,
Finance and Administration

By Robert W. Berend
Robert W. Berend,
Secretary

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